



2001-21-C

222861

March 12, 2010

Public Service Commission of South Carolina  
101 Executive Center Dr.  
Suite 100  
Columbia, SC 29210

Re: Transfer of Control-American Fiber Network, Inc.

Dear Sir or Madam:

New Earthshell Corporation ("NEC") and American Fiber Network, Inc. ("AFN") (collectively, the "Parties"), hereby notify the Commission of a transaction which will result in a transfer of control of AFN to NEC. NEC has entered into a purchase and sale agreement (the "Sale Agreement") with YA Global Investments, L.P. ("Secured Party") to purchase all issued and outstanding shares of common stock of AFN (the "AFN Common Stock").

MobilePro Corp. ("MobilePro") and the Secured Party entered into certain financing arrangements evidenced by, among other documents, instruments and agreements, a secured convertible debenture (collectively, the "Financing Documents"). The obligations of MobilePro to the Secured Party under the Financing Documents are secured by, among other things, the AFN Common Stock. Events of default have occurred and are continuing under the Financing Documents and the Secured Party has elected to conduct a secured party sale of the AFN Common Stock in accordance with Article 9 of the Uniform Commercial Code (the "UCC"). The Secured Party held a public auction at which NEC made the highest and best bid. NEC and the Secured Party have entered into the Sale Agreement pursuant to which the Secured Party will, in accordance with Article 9 of the UCC, transfer to NEC all of MobilePro's right, title and interest in and to the AFN Common Stock. As a result, upon the closing of the Sale Agreement, AFN will become a wholly owned subsidiary of NEC.

The transaction has been structured such that it will be transparent to AFN's customers in South Carolina. Following the closing, AFN will continue as a going concern. The transaction will not affect the rates, terms or conditions under which AFN provides service in South Carolina, and will not cause disruption in the services received by AFN customers in South Carolina.

Although the transaction will not change the services provided to AFN's customers, the Parties expect that the transaction will improve their business operations. Specifically, AFN will benefit from the highly qualified and experienced management and financial resources provided by NEC. Furthermore, the Parties submit that the transaction will provide AFN access to significant additional resources which will benefit its customers.

It is the Parties' understanding that Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. The Parties further state as follows:

## **I. DESCRIPTION OF THE PARTIES**

### **A. New Earthshell Corporation.**

NEC is a privately held Delaware corporation with offices located at 101 Hudson Street, Suite 3700, Jersey City, NJ 07302. NEC is not authorized to provide competitive local or long distance telecommunication services within any jurisdiction of the United States.

### **B. American Fiber Network, Inc.**

AFN is a Delaware corporation with offices located at 9401 Indian Creek Pkwy, St. 280, Overland Park, KS 66210. AFN is a wholly-owned subsidiary of MobilePro. MobilePro pledged the AFN Common Stock to the Secured Party to secure its obligations under the Financing Documents. As described above, events of default have occurred and are continuing under the Financing Documents and the Secured Party has elected to sell to NEC all of MobilePro's right, title and interest in and to the AFN Common Stock pursuant to a secured party sale conducted in accordance with Article 9 of the UCC. Upon the closing of the Sale Agreement, AFN shall become a wholly owned subsidiary of NEC.

AFN currently provides resold and facilities-based local exchange service, resold and facilities-based long distance services, voicemail, and other standard voice features, and DS1 services. In South Carolina, AFN is authorized to provide local and long distance services. See Docket No. 2001-21-C, Order No. 2001-367 (April 24, 2001).

## **II. CONTACTS**

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to:

Robert E. Heath  
American Fiber Network, Inc.  
9401 Indian Creek Parkway  
Suite 280  
Overland Park, KS 66210  
(913) 338-2658, ext 4013 (phone)  
(913) 661-0538 (fax)  
[rob.heath@afnltd.com](mailto:rob.heath@afnltd.com)

with copies to:

Tammy Martin  
MobilePro Corp.  
6701 Democracy Blvd.  
Suite 202  
Bethesda, MD 20817  
(216) 320-9701 (phone)  
(216) 393-0022 (fax)  
[tmartin.mobilepro@yahoo.com](mailto:tmartin.mobilepro@yahoo.com)

and

Troy Rillo  
Senior Managing Director  
Yorkville Advisors, LLC, investment  
manager to YA Global Investments, L.P.  
President  
New Earthshell Corporation  
101 Hudson Street  
Suite 3700  
Jersey City, NJ 07302  
(201) 536-5107 (phone)  
(201) 435-2239 (fax)  
[trillo@yorkvilleadvisors.com](mailto:trillo@yorkvilleadvisors.com)

### **III. DESCRIPTION OF TRANSACTION**

The Parties shall complete a transaction through which AFN will become a wholly-owned subsidiary of NEC. The obligations of MobilePro to the Secured Party under the Financing Documents are secured by, among other things, the AFN Common Stock. Events of default have occurred and are continuing under the Financing Documents and the Secured Party has elected to sell to NEC all of MobilePro's right, title and interest in and to the AFN Common Stock pursuant to a secured party sale conducted in accordance with Article 9 of the UCC. The Secured Party held a public auction at which NEC made the highest and best bid and NEC and the Secured Party have entered into the Sale Agreement. Upon the closing of the Sale Agreement, AFN will become a wholly owned subsidiary of NEC.

Following the transaction, AFN's customers will continue to receive services under the same rates, terms and conditions as those services are currently provided. AFN will continue to provide service to its customers under the same name. The transaction will not cause any service interruptions or have any impact on AFN's day-to-day operations in South Carolina. The Parties expect that the transaction will be transparent to AFN's customers.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

AFN will continue to provide local and long distance telecommunications services to the citizens of South Carolina as it has to this date. NEC has experience in the operations and finances involving successful entities. AFN's operations will remain customer service oriented. The Parties believe the transaction will enhance the ability of AFN to expand its respective operations both in terms of service area coverage and offerings to customers of more products and services.

Please contact the undersigned if you have any questions.

Respectfully submitted,



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Robert E. Heath  
EVP-American Fiber Network, Inc.  
9401 Indian Creek Parkway, St. 280  
Overland Park, KS 66210  
(913) 338-2658 (phone)  
(913) 661-0538 (fax)  
[rob.heath@afnltd.com](mailto:rob.heath@afnltd.com)

Dated: March 12, 2010

CC: South Carolina Office of the Regulatory Staff

STATE OF FLORIDA

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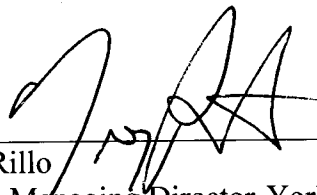
COUNTY OF PALM BEACH

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### VERIFICATION

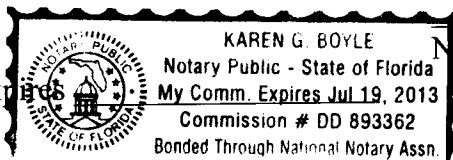
I, Troy Rillo, state that I am a Senior Managing Director of Yorkville Advisors, LLC, investment manager to YA Global Investments, L.P. and the President of New EarthShell Corporation; that I am authorized to make this Verification; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.

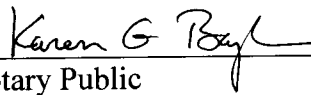


Troy Rillo  
Senior Managing Director-Yorkville  
Advisors, LLC, investment manager to YA  
Global Investments, L.P.  
President - New EarthShell Corporation

Sworn and subscribed before me this 8<sup>th</sup> day of March, 2010.

My commission expires



  
Notary Public

STATE OF GEORGIA  
COUNTY OF FULTON

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**VERIFICATION**

I, Tammy Martin, state that I am the General Counsel of MobilePro Corp.; that I am authorized to make this Verification on behalf of MobilePro Corp.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.

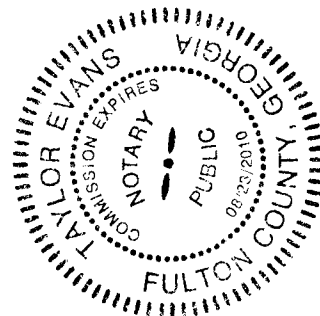


Tammy Martin  
General Counsel  
MobilePro Corp.

Sworn and subscribed before me this 8<sup>th</sup> day of March, 2010.

  
Notary Public

My commission expires 8/23/10



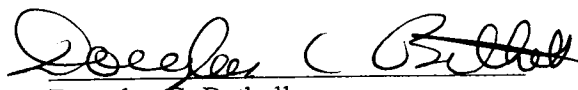
STATE OF Kan

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COUNTY OF John

### VERIFICATION

I, Douglas Bethell, state that I am the President of American Fiber Network, Inc.; that I am authorized to make this Verification on behalf of American Fiber Network, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.

  
Douglas C. Bethell  
President  
American Fiber Network, Inc.

Sworn and subscribed before me this 1 day of March, 2010.



